

**OROSUR MINING INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**To be held on December 19, 2023**

**To the Shareholders:**

**TAKE NOTICE** that an Annual and Special Meeting (the “**Meeting**”) of the Shareholders of Orosur Mining Inc. (the “**Corporation**” or “**Orosur**”) will be held at the offices of Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Toronto, Ontario, Canada, M5H 2T6 on December 19, 2023 at the hour of 10:00 a.m. EST for the following purposes:

1. to receive and consider the audited financial statements for the fiscal year ended May 31, 2023 and the report of the auditors thereon;
2. to fix the board of directors of the Corporation at four (4) members;
3. to elect directors of the Corporation for the ensuing year;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the auditors’ remuneration;
5. to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the “**Equity Incentive Plan Resolution**”), the full text of which is set forth in the “Equity Incentive Plan Resolution” section of the Circular (as defined below), to approve the proposed new omnibus equity incentive plan (the “**Equity Incentive Plan**”) of the Corporation, which includes authorizing all unallocated options, rights and other entitlements issuable thereunder;
6. to consider, and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested Shareholders, to confirm and approve: (i) the cancellation of up to 5,633,332 stock options that were issued under the existing stock option plan of the Corporation (the “**Existing Stock Option Plan**”); (ii) the subsequent issuance of up to 1,693,332 restricted share units under the Equity Incentive Plan; and (iii) the remaining stock options granted under the Existing Stock Option Plan which are not cancelled ceasing to be subject to the Existing Stock Option Plan and instead being subject to the Equity Incentive Plan; and
7. to transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Corporation dated November 17, 2023 (the “**Circular**”). Shareholders who are unable to attend the Meeting in person are requested to vote by proxy.

The directors of the Corporation have fixed the close of business on November 8, 2023 as the record date (the “**Record Date**”) for the determination of the Shareholders of the Corporation entitled to receive notice of, and to vote at, the Meeting. Only persons who are Shareholders on the Record Date are entitled to vote at the Meeting, either in person or by proxy, as described in the Circular.

This notice is accompanied by the Circular, the form of proxy, the supplemental mailing card, and in the case of those Shareholders who have so requested through the completion and return of the supplemental mailing card provided by the Corporation in its last annual mailing, a copy of the Corporation’s audited financial statements, including the report of the auditors thereon, and management’s discussion and analysis for the financial year ended May 31, 2023. For those Shareholders who did not request to receive a copy of the audited financial statements, a copy is

available upon request to the Corporation and can also be found under the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting in person are requested to date and sign the Form of Proxy that is enclosed in their package for use at the Meeting or any adjournment thereof and return it in the envelope provided for that purpose or in accordance with the instructions set out thereon. To be effective, the proxies must be received by the Corporation's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, (Facsimile: +1-416-263-9524, or +1-866-249-7775) (Attention: Proxy Department) not later than 10:00 a.m. EST on December 15, 2023 or 48 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting will have discretion to accept proxies received after such deadline, without notice. As set out in notes to the Form of Proxy, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting. **If your Shares are not registered in your name and you receive these materials through your bank, broker, trust company, custodian, nominee, or other financial institution or intermediary ("Intermediary"), you will likely receive a Voting Instruction Form. Please complete and return the materials in accordance with the instructions provided to you by such Intermediary. If you do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.**

If your ownership in common shares of the Corporation ("**Shares**") is represented by depositary interests ("**Depositary Interests**") and you receive these materials directly from the Corporation or the Corporation's UK transfer agent, you will not receive the same Form of Proxy or Voting Instruction Form sent to other Shareholders. If you hold Depositary Interests directly in your name (i.e. this may include Intermediaries) you are requested to date, sign and return the Form of Instruction enclosed in your package for use at the Meeting or any adjournment thereof. To be effective, the Form of Instruction must be received by the registrar for Depositary Interests, Computershare Investor Services plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, UK (Facsimile: +44-20-870-703-6116 Attention: Proxy Department), not later than 10:00 a.m. EST on December 14, 2023 or 72 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept a Form of Instruction received after such deadline, without notice. **If you hold your Depositary Interests through an Intermediary you will need to contact your Intermediary to provide them with instructions as to how your Shares should be voted. If you hold Shares through Depositary Interests and you would like to attend or vote your Shares in person at the Meeting you will need to contact your Intermediary to coordinate the issuance of a Letter of Representation from Computershare Investor Services plc.**

Shareholders who are planning to return a Form of Proxy, a Form of Instruction or a Voting Instruction Form are encouraged to review the accompanying Circular carefully before submitting the Form of Proxy, Form of Instruction or Voting Instruction Form, as applicable.

Dated this 17th day of November, 2023

By order of the Board of Directors

*"Louis Castro"*

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**Louis Castro, Executive Chairman**

